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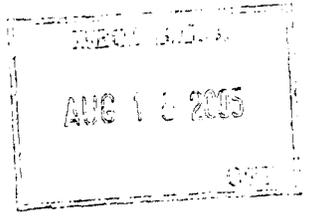
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August 18, 2005

**THOMSON FINANCIAL** B

Ms. Willie Mae Stroud  
 Filer Support - 2  
 Room 1004, Mail Stop 1-4  
 Office of Filing Information & Consumer Services  
 Division of Market Regulation  
 Securities and Exchange Commission  
 Judiciary Plaza  
 100 F Street, N.E.  
 Washington, D.C. 20549



Dear Ms. Stroud:

This is to certify that the American Stock Exchange, (the "Exchange") received from Morgan Stanley (the "Registrant") a copy of the Company's application on Form 8-A for the registration of the following security:

***Capital Protected Bear Notes  
 Based on the Decline in the Value of the  
 Philadelphia Stock Exchange Housing Sector Index***

We further certify that the above security has been approved by the Exchange for listing and registration, upon official notice of issuance, and understand that the 8A will be immediately effective upon your receipt of this letter.

Sincerely,

Richard A. Mikaliunas

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